



yukon wildlife preserve

CONSTITUTION AND BYLAWS

Written: July 2004

Amended: September 2005

October 2008

November 2009

June 2016

CONSTITUTION

1. The name of the Society is “**YUKON WILDLIFE PRESERVE OPERATING SOCIETY**” (the “Society”).
2. The purposes of the Society are:
 - (a) to operate as a charitable organization without profit to its members for the preservation of boreal and arctic wildlife, through the operation of a preserve to protect boreal and arctic wildlife, by conducting scientific research and by educating the public about boreal and arctic wildlife;
 - (b) to acquire by purchase, lease, license or otherwise and to hold or dispose of any real or personal property or interest therein in furtherance of the purposes of the Society;
 - (c) to apply for, raise and receive grants, gifts, legacies, devises and bequests and to hold, administer, invest, distribute or deal with the same in furtherance of the purposes of the Society as set out herein and for such other organizations as are “qualified donees” under the provisions of the Income Tax Act and for such other purposes and activities which are authorized for registered charities under the provisions of the Income Tax Act;
 - (d) to do all such other acts and things as are incidental, ancillary or conducive to the attainment of the purposes and the exercise of the powers of the Society, provided that:
 - (i) the Directors in their sole and absolute discretion may refuse to accept any bequests, trusts, funds or property;
 - (ii) the Society shall have perpetual succession and has power to acquire by purchase, gift, devise, bequest, trust, agreement, contract or otherwise, real and personal property within and without the territory, and may hold, sell, dispose of, exchange, mortgage, lease, let, improve and develop any such property, and without restricting the generality of the foregoing, may acquire in any way or ways real and personal property for the purpose of funding the purposes of the Society and deal with any and all such property as empowered by this paragraph;
 - (iii) any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society;
 - (iv) upon winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries, or wages, and after the payment of any debts of the Society, shall be distributed to such charities, registered under the provisions of the Canada *Income Tax Act*, as shall be designated by the members. Any of such assets remaining which

had originally been provided for specific purposes, shall, wherever possible, be distributed to charities registered under the provisions of the Canada *Income Tax Act* carrying on activities similar to such specific purposes;

- (v) paragraphs 2(d)(i), 2(d)(ii), 2(d)(iii), 2(d)(iv) and this paragraph 2(d)(v) of the Constitution shall not be altered.

3. The operations of the Society are to be chiefly carried on at Kilometre 8 (Mile 5.0) Takhini Hot Springs Road, Yukon Territory.

REGISTERED ADDRESS

The registered address of the Society is located at Kilometre 8 (Mile 5.0) Takhini Hot Springs Road, Yukon Territory, and its postal address is P.O. Box 20191, Whitehorse, Yukon Territory Y1A 7A2.

BYLAWS

The bylaws of the Yukon Wildlife Preserve Operating Society are as follows:

PART 1. INTERPRETATION

1. In these bylaws, unless the context otherwise requires:
 - (a) “*Act*” means the *Societies Act* of the Yukon Territory from time to time in force and all amendments to it;
 - (b) “Directors” means the Directors of Yukon Wildlife Preserve Operating Society for the time being when acting as authorized by these bylaws;
 - (c) “Nominations Committee” means the nominations committee of the Society established in accordance with these bylaws;
 - (d) “Registered Address” of a member means his or her address as recorded in the register of members of the Society;
 - (e) “Regulations” means the Regulations passed from time to time pursuant to the *Act*; and
 - (f) “Society” means “Yukon Wildlife Preserve Operating Society”.
2. The definitions in the *Act* on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2. MEMBERSHIP

1. The Directors may in their discretion admit as a member of the Society any individual person, institution, society, related facility or corporation. The Board of Directors may delegate to any director, officer or committee the responsibility of reviewing membership application or reclassifying members or developing and implementing such application and admission procedures as the directors shall deem practical or appropriate.
2. The Directors may determine and approve appropriate classifications or categories of membership and the admission requirements, qualifications, fees and obligations of each classification or category, if any, according to their class of membership.
3. The Members may also, upon motion by the directors, determine and approve, by majority vote at any annual general meeting, appropriate classifications or categories of membership and the admission requirements, qualifications, fees and obligations of each classification or category, if any according to their class of membership.
4. Each member shall pay to the Society those fees, dues and assessments that are payable by that class of member. Different fees, dues, assessment and obligations may attach to different classes of membership.

5. Each member shall uphold the constitution of the Society and comply with these bylaws.
6. No member may transfer membership or any right arising from it.
7. A person ceases to be a member on the first to occur of the following:
 - (a) on receipt by the Society at the address of the Society of the member's written resignation as a member;
 - (b) on being expelled by the Directors in accordance with these bylaws;
 - (c) on his or her death;
 - (d) upon winding up or dissolution in the case of a corporate member; or
 - (e) upon the Directors refusing to renew the membership of that member.

Upon ceasing to be a member, no member shall be entitled to a refund or reimbursement of any fees, dues or assessment paid to the Society.

8. Notwithstanding bylaw Part 2 Section 7, a member or former member remains liable to the Society for payment of all fees, dues, assessments or other money owing by that member or former member to the Society prior to the time the member ceased to be a member.
9. The Directors may in their discretion suspend or expel any member by a resolution passed by a majority vote of the Directors present at a meeting of the Directors at which the vote is taken. Before a resolution under this bylaw is put to a vote, the Directors shall give the member who is the subject of the proposed suspension or expulsion a brief statement of the reason or reasons for the proposed vote on expulsion and an opportunity to address the Directors. In advance of proposing to suspend or expel a member, the Directors, at their option, may deliver written notice to any member specifying that the member's membership may come under review if action is not taken to cease, prevent, rectify or redress such matter relating to membership as the Directors have made objection to.
10. A member is in good standing as long as the member is not more than 30 days in arrears with respect to any fees, dues, assessments or any other money payable by him or her to the Society.
11. Members will be entitled to:
 - (a) Attend all annual general meetings, special meetings of the members and other members' functions of the Society;
 - (b) Receive all Society publications for the membership year, if any;
 - (c) Receive Notice of Meetings for the membership year; and
 - (d) Receive such discounts, if any, as the Board may determine on any Society events, programs or merchandise.

12. Honorary membership in the Society may be granted by a majority vote of members in attendance at an annual general meeting. Such membership may be either for life, for a specified period of time or *ex officio*. Honorary life membership is to be granted only to people who, in the opinion of the Directors or Members, have contributed or will contribute significantly, in some way, to the Society or who have contributed significantly to matters pertaining or similar to the objectives and goals of the Society.

PART 3. MEETINGS OF MEMBERS

1. General meetings of the Society shall be held at such time and place, in accordance with the *Act*, that the Directors decide.
2. A quorum for meetings of members shall be 5 members or 10% of the total number of members in good standing, whichever is lesser.
3. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
4. The Directors may, when they think fit, convene an extraordinary general meeting. A quorum of members may, by written notice, require that the Directors call and convene an extraordinary general meeting. Members wishing to convene such a meeting shall be able to obtain a list of members in good standing.
5. Notice of an annual general meeting or extraordinary general meeting shall specify the place, day and hour of the meeting and, in case of special business, the general nature of that business:
 - (a) Notice of an annual general meeting shall be given no greater than 50 days and no less than 21 days prior to the date of the annual general meeting;
 - (b) Notice of an extraordinary general meeting shall be given no greater than 21 days and no less than 3 days prior to the date of the extraordinary general meeting; and,
 - (c) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
2. An annual general meeting of the Society shall be held at least once in every calendar year and not more than 15 months after the adjournment of the last preceding annual general meeting.

PART 4. PROCEEDINGS AT GENERAL MEETINGS

1. Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business transacted at an annual general meeting, except:

- (i) the adoption of rules of order,
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
2. No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
3. If at any time during a general meeting there ceases to be a quorum present, business in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
4. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
5. If at a general meeting:
- (a) there is no president or vice-president or other Director present within 15 minutes after the time appointed for holding the meeting; or
 - (a) the president and all the other Directors present are unwilling to act as chairperson;
- the members present shall choose one of their number to be chairperson.
6. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
7. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
8. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

9. Any resolution proposed at a meeting shall be seconded and the chairperson of any meeting is entitled to propose or second a resolution.
10. In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution shall not pass.
11. Every member of each class of members entitled to vote shall be entitled to one vote when such member is in good standing:
 - (a) voting shall be by show of hands;
 - (b) voting by proxy is not permitted; and,
 - (c) no member may vote more than once.
12. A resolution in writing, signed by all members and placed in the minutes is as valid and effective as if regularly passed at a meeting of the members and shall be deemed to be an ordinary or special resolution, as the case may be, passed at a general meeting of the Society.

PART 5. DIRECTORS

1. The Directors may exercise powers on behalf of the Society and undertake acts, which are:
 - (a) in pursuit of the purposes of the Society; and,
 - (b) not by these bylaws, by statute or otherwise lawfully required to be exercised in a general meeting.Nevertheless, Directors are bound to the provisions of:
 - (a) all laws affecting the Society;
 - (b) these bylaws; and
 - (c) any rules, not inconsistent with these bylaws, which are made from time to time by the Society in a general meeting.
2. No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
3. The number of Directors shall be a minimum of five (5) or any number greater than five (5) as may be determined from time to time at a general meeting by ordinary resolution.
1. The Government of Yukon may nominate a representative to the Board of Directors however, if nominated, this person shall not be a director of the Society. The representative shall not have the right to vote on resolutions, but may participate in all deliberations and be a member or chair of any committee.

2. Each Director is required to be a member in good standing of the Society.
3. The Board of Directors may, by unanimous agreement including the Representative of the Government of Yukon, invite other organizations or governments with a direct interest in the preserve to nominate a representative to the Board of Directors. However, if nominated, this person shall not be a director of the Society. The representative shall not have the right to vote on resolutions, but may participate in all deliberations and be a member or chair of any committee.
4. At each annual general meeting a Nominations Committee created by the Board of Directors shall recommend a slate of individual persons for consideration by the members for election as Director. The slate for consideration may include the suggested replacement of existing Directors who have not yet fulfilled their mandate. The Nominations Committee shall strive to have as broad a range of relevant interests and skills as possible in the slate it recommends and to recommend terms so that the principle enunciated in bylaw Section 6 is observed.
5. Any member may also be nominated from the floor at the annual general meeting. Such nominations must be seconded.
6. At annual general meetings following these bylaws coming into force, those Directors who had then served a two (2) year term may retire their office and an election or appointment in respect of that vacancy shall occur.
7. The terms of office of the directors shall be staggered so that each year the terms of approximately half of the directors then in office expire. The principle is to be observed to ensure continuity in the board of directors.
8. An election may be by acclamation; otherwise it shall be by secret ballot.
9. If no successor is elected, the Director previously elected or appointed may continue to hold office.
10. If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors shall appoint an individual person to take the place of the former Director:
 - (a) a Director so appointed shall hold office only until the conclusion of the next annual general meeting of the Society but is eligible for nomination and re-election at the meeting.
11. The Directors have power at any time and from time to time to appoint any individual person a Director to fill a casual vacancy in the Directors:
 - (a) a Director so appointed shall hold office only until the conclusion of the next annual general meeting of the Society but is eligible for nomination and re-election at the meeting.
12. No acts or proceedings of the Directors shall be invalid only by reason of there being fewer than the prescribed number of Directors in office.

13. The members may by special resolution remove a Director before the expiration of his or her term of office and may elect a successor by ordinary resolution to complete the term of office.
14. A person ceases to be a Director on the first to occur of the following:
 - (a) on receipt by the Society at the address of the Society of the Director's written resignation as a Director;
 - (b) on being removed by a special resolution;
 - (c) on his or her death; or
 - (d) by unanimous vote of all other directors.
15. No Director shall receive any remuneration for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by her or him while engaged in the affairs of the Society at those rates adopted from time to time by Government of Yukon for management boards.
16. The Directors shall have the power to make expenditures for the purpose of furthering the purposes of the Society. The Directors shall have the power to enter into trust arrangements for contracts on behalf of the Society for the purpose of discharging obligations or conditions imposed by a person donating, bequeathing, advancing or lending money to the Society or assumed by the Society expecting such donations, bequests, advances or loans, or in accordance with such terms and conditions that the Directors may prescribe.
17. The Directors shall take such steps, as they may deem necessary to enable the Society to receive donations, bequests, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Society. The Directors may present recommendations to the Board of Directors to refuse any donations, bequests, trust funds or property.
18. In investing the funds of the Society, the Directors shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which the Directors in their unfettered discretion consider prudent. Subject to the provisions of the Act, the Directors shall not be liable for any loss that may result in connection with any such investments made by the Directors.

PART 6. PROCEEDINGS OF DIRECTORS

1. The Directors may meet together at such places and at such times to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit provided that each Director be given at least two weeks (14 days) notice of each meeting. Notwithstanding the foregoing, Directors may agree to such shorter periods of notice, as they, in their sole discretion, deem appropriate. Notice whether verbal, via electronic or by publication in a newspaper circulated throughout the Yukon Territory, shall be sufficient notice. The Directors shall have a minimum of six (6) meetings per year.

2. The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be no less than half of the minimum Directors then in office.
3. The President shall be chairperson of all meetings of the Directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairperson; but if neither is present, the Directors present may choose one of their number to be chairperson at that meeting.
4. A Director may at any time convene a meeting of the Directors.
5. The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors, Members, other persons with special expertise or any combination thereof, as they think fit:
 - (a) such committees shall have representation from at least one Director or Representative of the Government of Yukon who may serve the role of Director as it pertains to that committee;
 - (b) such committees shall be created by a resolution of the Board of Directors;
 - (c) Directors may appoint such persons, who need not be Directors, as they deem fit to committees;
 - (d) each committee member is required to be a Member in good standing of the Society; and,
 - (e) a committee shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers delegated at the earliest meeting of the Directors after it has been done.
2. If at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be chairperson of the meeting.
3. The members of a committee may meet and adjourn as they think proper.
4. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
5. A Director who may be absent temporarily from the Yukon Territory may send or deliver to the address of the Society a waiver of notice, which may be by letter, or electronic mail, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
 - (a) no notice of meeting of Directors shall be sent to that Director; and

- (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
10. Questions arising at a meeting of the Directors and committees established by the Directors shall be decided by a majority of votes.
 11. In case of an equality of votes, the chairperson does not have a second or casting vote.
 12. Voting shall be by show of hands except as otherwise provided unless the majority of the Directors who are present shall otherwise determine.
 13. No resolution proposed at a meeting of Directors or committees established by the Directors need be seconded and the chairperson of a meeting may move or propose a resolution.
 14. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.
 15. A resolution via electronic mail, agreed to by the majority of the Directors then in office by electronic mail and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

PART 7. OFFICERS

1. At the first meeting of Directors held immediately following the appointment or election of a Director or Directors, the Directors shall elect among them an Executive Committee consisting of the President, 1st Vice President, 2nd Vice President and Treasurer:
 - (a) members in good standing are invited to attend the election of the Executive Committee and shall be provided an opportunity to take part in discussion prior to election of the Executive Committee; and,
 - (b) the President prior to appointment, shall agree to serve as an honorary *ex officio* as Past President until their successor becomes Past President. Past President shall preside at all meetings of the Society and of the Directors.
2. The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
3. The 1st Vice President and 2nd Vice President shall carry out the duties of the President during absence and shall ready themselves for nomination as successor President.
4. The treasurer shall keep the financial records, including books of account, necessary to comply with the Act and render financial statements to the Directors, members and others when required.
5. No officer shall receive any remuneration for being or acting as an officer but an officer may be reimbursed for all expenses necessarily and reasonably incurred by her or him while engaged in the affairs of the Society, at those rates adopted from time to time by Government of Yukon for management boards.

PART 8. EXAMINATION OF RECORDS

1. Any member may examine the records of the Society on giving 21 days' notice in writing to the person having custody of the records.

PART 9. BORROWING

1. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
2. No debenture shall be issued without the sanction of a special resolution.

PART 10. AUDITOR

1. This Part applies only where the Society is required by the *Act* or has resolved to have an auditor.
2. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
3. At each annual general meeting the members shall appoint an auditor to hold office until he is re-elected or his or her successor is elected at the next annual general meeting.
4. An auditor may be removed by ordinary resolution of the members.
5. An auditor shall be promptly informed in writing of his or her appointment or removal.
6. No Director and no employee of the Society shall be auditor.
7. The auditor may attend general meetings.

PART 11. ACCOUNTANT

1. This Part applies only where the Society is required by the *Act* or has resolved to have a professional accountant.
2. At each annual general meeting the members shall appoint a professional accountant but any vacancy occurring in the office of professional accountant may be filled by the Directors.
3. The professional accountant may be changed by resolution of the Directors.
4. The professional accountant shall be promptly informed in writing of his or her appointment or removal.
5. No Director and no employee of the Society shall be the professional accountant.
6. The professional accountant may attend general meetings.

PART 12. NOTICES TO MEMBERS

1. A notice may be given to a member either personally or by mail to him or her at his or her Registered Address or may be given via electronic or by a secondary means.
2. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that the notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
3. Notice of a general meeting shall be given to:
 - (a) every member shown on the register of members on the day notice is given;
 - (b) the auditor, if Part 11 applies;
 - (c) the professional accountant, if Part 12 applies; and
 - (d) any representative appointed by the Government of Yukon and any committee member(s) who are not otherwise members of the Society.

No other person is entitled to receive a notice of general meeting.

PART 13. INDEMNIFICATION

1. The Directors in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting of the members or at any general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the *Act* or these bylaws) shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.
2. The Society may purchase and maintain insurance for the benefit of any and all Directors, officers, employees or agents against personal liability incurred by such person or persons as a Director, officer, employee or agent.

PART 14. DISSOLUTION

1. The Society may only be dissolved by special resolution of the members and in accordance with the provisions of the *Act*, the Regulations and the Constitution.

PART 15. MEDIATION OF DISPUTES

1. Should a dispute arise, a Mediation Committee shall be appointed by the Directors of the Society and shall be comprised of any one Director or officer (except a Director or officer concerned in the dispute), who shall be chair of the Mediation Committee, plus any two members in good standing (except a member concerned in the dispute).

2. The Mediation Committee shall hear and decide all disputes concerning the interpretation or application of the bylaws, and any dispute concerning the rights of a member or the powers of a director or officer.
3. The Mediation Committee shall give each party concerned a reasonable opportunity to be heard and to present evidence, either verbally or in writing.
4. The decision of the majority of the Mediation Committee is a decision of the Mediation Committee. The decision and any recommendation of the Mediation Committee shall be delivered in writing to the Board of Directors within 30 days of completion of hearing and receiving evidence.

PART 16. BYLAWS

1. On being admitted to membership, each Member is entitled to, and the Society shall give the member without charge, a copy of the constitution and bylaws of the Society.
2. These bylaws shall not be altered or added to except by special resolution at a meeting of members.